

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*

Debtors.

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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Pandora Select Partners, LP
Name of Transferee

Shona Denise Scott
Name of Transferor

Name and Address where notices to transferee should be sent:

c/o Whitebox Advisors, LLC
3033 Excelsior Blvd, Suite 300
Minneapolis, MN 55416-4675
Attn: Dale Willenbring
E-mail: dwillenbring@whiteboxadvisors.com
Phone: 612-253-6068
Last Four Digits of Acct #: N/A

Court Claim # (if known): 334

Amount of Claim Transferred: \$1,750,000.00

Date Claim Filed: June 15, 2009

****PLEASE SEE ATTACHED DOCUMENTS****

Name and Address where transferee payments should be sent (if different from above): N/A

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:


Pandora Select Partners, LP

Date: December 6, 2010

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

Mark Strefling *CLD*

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor General Motors Corporation		Case Number 09-50026 (REG)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property) Shana Denise Scott		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent J Cole Portis P.O. Box 4160 Montgomery, AL 36104		Court Claim Number (If known)
Telephone number 334/269-2343		Filed on
Name and address where payment should be sent (if different from above) FILED - 0334 USBC - SOUTHERN DISTRICT OF NEW YORK GENERAL MOTORS 09-50026 (REG)		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
Telephone number		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed, \$ 20,000.00		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete item 4.		Specify the priority of the claim.
If all or part of your claim is entitled to priority, complete item 3.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).
2. Basis for Claim personal injury (See instruction #2 on reverse side)		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
3. Last four digits of any number by which creditor identifies debtor		<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).
3a. Debtor may have scheduled account as (See instruction #3a on reverse side)		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
4. Secured Claim (See instruction #4 on reverse side) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information:		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)()
Nature of property or right of setoff <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		Amount entitled to priority: \$
Describe:		
Value of Property \$ Annual Interest Rate %		
Amount of arrearage and other charges as of time case filed included in secured claim,		
If any \$ Basis for perfection		
Amount of Secured Claim \$ Amount Unsecured \$		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of redacted on reverse side.)		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		
If the documents are not available, please explain		
Date 6/8/09		FOR COURT USE ONLY
Signature. The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		
J. Cole Portis (Attorney for Creditor)		

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§ 152 and 3571

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Shona Denise Scott ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to the Pandora Select Partners, LP (the "Assignee"), all right, title, interest, claims and causes of action in and to, or arising under or in connection with, Assignor's general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against **Motors Liquidating Company** (the "Debtor"), one of the debtors-in-possession in the chapter 11 reorganization case entitled, *In re: Motors Liquidation Company, et al., Chapter 11 Case No. 09-50026 (REG) (Jointly Administered)*, pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$1,750,000.00 (the "Claim"), relating to proof of claim No. 334.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Claim and recognizing the Assignee as the sole owners and holders of the Claim. Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

(signatures follow on next page)

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 6th day of December, 2010

ASSIGNOR

SHONA DENISE SCOTT

ASSIGNEE

PANDORA SELECT PARTNERS, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

By: Shona Denise Scott By: _____

Name:

Name:

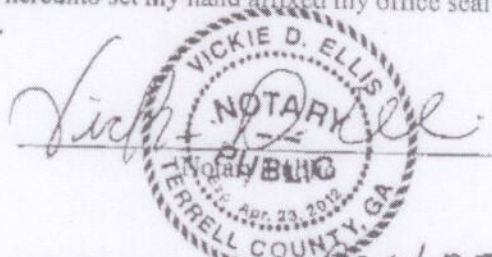
Title:

Title:

STATE OF Georgia
COUNTY OF Terrell ss.:

On the 3rd day of December, 2010 before me, a Notary Public in and for said
State, personally appeared SHONA DENISE SCOTT known to me to be the person who executed
the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the
day and year in this certificate first above written.



My Commission expires April 23, 2012

Transfer of Claim26901000- EXE_6

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IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 5th day of December, 2010

ASSIGNOR

SHONA DENISE SCOTT

ASSIGNEE

PANDORA SELECT PARTNERS, LP

By: Pandora Select Advisors, LLC its General Partner

By: Whitebox Advisors, LLC its Managing Member

By: Shona Denise Scott
Name:
Title:

By: Mark Stroffing
Name:
Title: CLO

STATE OF Georgia

COUNTY OF Terrell

ss.:

On the 3rd day of December, 2010 before me, a Notary Public in and for said
State, personally appeared SHONA DENISE SCOTT known to me to be the person who executed
the within instrument, and acknowledged to me that he executed the within instrument.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my office seal the
day and year in this certificate first above written.



Transfer of Claim 26901000- EXE_6